



SCOTT HAGGERTY, CHAIR  
*Alameda County*

ADRIENNE J. TISSIER, VICE CHAIR  
*San Mateo County*

TOM AZUMBRADO  
*U.S. Department of Housing  
and Urban Development*

TOM BATES  
*Cities of Alameda County*

DEAN J. CHU  
*Cities of Santa Clara County*

DAVE CORTESE  
*Association of Bay Area Governments*

CHRIS DALY  
*City and County of San Francisco*

BILL DODD  
*Napa County and Cities*

DORENE M. GIACOPINI  
*U.S. Department of Transportation*

FEDERAL D. GLOVER  
*Contra Costa County*

ANNE W. HALSTED  
*San Francisco Bay Conservation  
and Development Commission*

STEVE KINSEY  
*Marin County and Cities*

SUE LEMPERT  
*Cities of San Mateo County*

JAKE MACKENZIE  
*Sonoma County and Cities*

JON RUBIN  
*San Francisco Mayor's Appointee*

BIJAN SARTIPI  
*State Business, Transportation  
and Housing Agency*

JAMES P. SPERING  
*Solano County and Cities*

AMY REIN WORTH  
*Cities of Contra Costa County*

KEN YEAGER  
*Santa Clara County*

STEVE HEMINGER  
*Executive Director*

ANDREW B. PREMIER  
*Deputy Executive Director*

BAY AREA TOLL AUTHORITY (BATA)  
OVERSIGHT COMMITTEE  
September 8, 2010  
MINUTES

Attendance

BATA Oversight Committee Chair Bill Dodd, convened the meeting at 9:42 a.m. In addition to Chair Dodd, the following Committee members were in attendance: Tom Bates, Dave Cortese, Federal Glover, Steve Kinsey, Bijan Sartipi, and Vice Chair Chris Daly. Other Commissioners in attendance: Dorene Giacopini, Anne Halsted, Scott Haggerty, Sue Lempert, Jon Rubin, Jim Sperring, Adrienne Tissier, Amy Rein Worth and Ken Yeager.

Consent Calendar

Seven (7) items were unanimously approved on the Consent Calendar:

- Minutes of the July 14, 2010 meeting
- BATA Financial Statements – June 2010
- Purchase Order Amendment – Purchase of 30,000 FasTrak<sup>®</sup> Retail Toll Tags  
The Committee unanimously approved authorizing the Executive Director or his designee to issue a purchase order amendment with Sirit Corporation in an amount not to exceed \$622,508 to replenish inventory of FasTrak<sup>®</sup> retail toll tags.
- Contract Amendment – Spare Parts Inventory for Changeable Message Signs (CMS)  
The Committee unanimously approved authorizing the Executive Director or his designee to negotiate and enter into a contract amendment with Ver-Mac, Inc. in an amount not to exceed \$138,570 to provide spare parts for state-owned bridges.
- Contract Amendment – Toll Plaza Traffic Operations Technical Assistance  
The Committee unanimously approved authorizing the Executive Director or his designee to negotiate and enter into a contract amendment with Cambridge Systematics in an amount not to exceed \$650,000 to provide on-call technical assistance to BATA as it relates to traffic operations at the state-owned toll bridges.

(Consent continued)

- Change Order – Toll Bridge Signing and Striping  
The Committee unanimously approved authorizing the Executive Director or his designee to negotiate and enter into a contract change order with Pacific Constructors, Inc. in an amount not to exceed \$250,000 to install new signage, and replace or modify existing signage for toll increase and congestion pricing.
- Contract Change Order and Amendment – New Toll Collection System Project (ATCAS II)  
The Committee unanimously approved authorizing the Executive Director to issue a Change Order with ACS in an amount not to exceed \$706,738 to support the new toll collection system project (ATCAS II) and unanimously approved authorizing the Executive Director or his designee to negotiate and enter into a contract amendment with PB Americas, Inc. in an amount not to exceed \$475,000 to provide staffing to perform construction management services for the ATCAS II project.

Toll Bridge Seismic Retrofit Program (BATA Resolution No. 94, Revised)

Fund Allocation and Budget Revision for San Francisco-Oakland Bay Bridge East Span Replacement Project - Self Anchored Suspension Span Contract

Mr. Andrew Fremier, BATA Deputy Executive Director, Mr. Stephen Maller, California Transportation Commission, and Mr. Tony Anziano, Caltrans Toll Bridge Seismic Program, presented an update on the status of the San Francisco-Oakland Bay Bridge East Span Replacement Project – Self Anchored Suspension Span project and requested that the project budget for the project be revised from approximately \$1.7 billion to \$2.0 billion. The Toll Bridge Program Oversight Committee (TBPOC), has recommended that a Contract Change Order (CCO) between Caltrans and American Bridge/Fluor be executed to resolve the delay damages that occurred during the development to date of the East End orthotropic box girder (OBG) sections and provide incentives and disincentives to mitigate delays and to meet milestones for delivery of critical OBG segments and to prepare projects for Seismic Safety Opening of the new east span by the end of 2013. The allocation will increase the budget for the project by \$293 million, which will be covered by current program contingencies. The Committee unanimously forwarded to the Authority for its approval a fund allocation and budget revision for San Francisco-Oakland Bay Bridge East Span Replacement Project – Self Anchored Suspension Span Contract.

Budget Revision for Dumbarton Bridge Seismic Retrofit Project

Mr. Fremier requested that the Committee refer to the Authority a revision to the budget for the Dumbarton Bridge Seismic Retrofit project from a total of \$483 million to a total of \$267 million. As a result of a lower than anticipated bid for the project and an adjustment of project contingencies, it is proposed that the budget be revised to a total of \$267 million, which is \$216 million below the original estimate. The Committee unanimously forwarded to the Authority for its approval a budget revision for Dumbarton Bridge Seismic Retrofit Project.

Allocation of Toll Bridge Rehabilitation Program Toll Funds

Mr. Rod McMillan, BATA staff, requested the Committee to refer fund allocations for three projects currently programmed on the Toll Bridge Rehabilitation Program. The Committee unanimously agreed to forward to the Authority an allocation of Toll Bridge Rehabilitation Program toll funds for three projects.

BATA Bond Financing (Resolution No. 95)

Mr. Brian Mayhew, BATA Chief Financial Officer, provided an overview of BATA's most recent project financing and requested that the Committee refer BATA Resolution No. 95 to the Authority to add variable rate demand bonds to the mix of taxable and tax-exempt bonds authorized by the Authority in April, 2010. In July, 2010, BATA issued \$1.5 billion in subordinate, taxable toll revenue bonds pursuant to the Build America Bonds (BAB) program at an overall taxable rate of 7.02% which, after subsidy, produces a net rate to BATA of 4.54%.

Resolution No. 95 would expand the financing tools to include variable rate bonds and authorizes BATA to evaluate refunding opportunities. Given the low rates of variable rate bonds and the availability of credit support, staff is requesting to add variable rate bonds as a financing option. This request does not increase the \$4.0 billion principal value authorized in BATA Resolution No. 92, but simply adds variable rate bonds to the financing mix.

In response to questions from the Committee, Mr. Mayhew and Mr. Heminger, BATA Executive Director, stated that with the subsidy provided by the United States Treasury under the BAB program, the after subsidy rate of 4.54% for BATA's \$1.5 billion bonds issuance in July 2010 is lower than the rates that could have been achieved in the non-taxable market.

The Committee unanimously approved forwarding BATA Resolution No. 95 to the Authority.

Purchase Order – San Francisco-Oakland Bay Bridge East Span Replacement Project Light Poles

The Committee unanimously approved authorizing the Executive Director or his designee to issue a purchase order in an amount not to exceed \$2,888,910 to Valmont Industries, Inc. to fabricate and deliver 253 lighting assemblies for the San Francisco-Oakland Bay Bridge East Span Replacement Project.

Regional Measure 1 and Seismic Retrofit Project Monthly Progress Report

Peter Lee, BATA staff, provided an update on the current work on the San Francisco-Oakland Bay Bridge (SFOBB) and East Span project.

Other Business/Public Comment/Next Meeting/Adjournment

Mr. Steve Lowe, provided public comment.

There being no further business or public comment, the meeting was adjourned at 10:00 a.m.